

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**

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DECLARATION OF ALFREDO R. PÉREZ

I, Alfredo R. Pérez, under penalty of perjury, declare as follows:

1. I am a partner with the law firm Weil, Gotshal & Manges LLP, attorneys for Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator for LBHI and certain of its affiliates under the *Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors* (the “Plan”).¹ I submit this declaration to (i) provide the Court with a summary of the prior proceedings in respect of this litigation, including with respect to the proceedings before the District Court for the Southern District of New York (the “District Court”), and (ii) provide the Court with true and correct copies of certain documents filed with the District Court in respect of this litigation.

2. On September 13, 2013, LBHI filed a motion with this Court [Bankr. ECF No. 40066] (the “Classification Motion”), seeking to classify and allow in LBHI Class 3 proof of claim number 33568 (the “Claim”). The Claim was filed by the Federal Home Loan Mortgage Corporation (“Freddie Mac”) at the direction of the Federal Housing Finance Agency (the “FHFA” and together with Freddie Mac, “Claimants”). On October 17, 2013, Claimants objected to the Classification Motion, asserting that the Claim was entitled to priority treatment

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

and should be classified in LBHI Class 1 under the Plan [Bankr. ECF No. 40550] (the “Objection”). LBHI filed a reply to the Objection on October 22, 2013 [Bankr. ECF No. 40630].

3. On October 18, 2013, Movants filed (i) a motion to withdraw the reference in respect of the Classification Motion [S.D.N.Y. ECF No. 1; Bankr. ECF No. 40567] (the “Motion to Withdraw the Reference”),² and (ii) a motion requesting that this Court stay the hearing on the Classification Motion pending a decision on the Motion to Withdraw the Reference [Bankr. ECF No. 40570] (the “Stay Motion”). LBHI filed an objection to the Stay Motion on October 22, 2013 [Bankr. ECF No. 40642]. At the hearing on the Stay Motion on October 24, 2013, this Court denied the Stay Motion but adjourned the hearing on the Classification Motion to November 22, 2013. This Court entered an order denying the Stay Motion on October 29, 2014 [Bankr. ECF No. 40842].

4. On October 23, 2014, the Motion to Withdraw the Reference was assigned to the Honorable Lorna G. Schofield, United States District Judge, under case number 13-CIV-7481 (LGS). On October 25, 2013, the District Court entered an order [S.D.N.Y. ECF No. 3] (the “Scheduling Order”) requiring LBHI and Claimants (together, the “Parties”) to (i) appear for an initial conference with the District Court on October 31, 2013, and (ii) submit letters to the District Court “addressing the nature of the case, the principal claims and defenses, the principal legal and other grounds in support of and opposition to the motion and any other information that the parties believe may assist this Court in resolving the action.” On October 29, 2013, LBHI filed its letter concerning, *inter alia*, the nature of the dispute between the Parties [S.D.N.Y. ECF No. 7]. Also on October 29, 2013, Claimants filed their letter concerning, *inter alia*, the nature of the dispute between the Parties [S.D.N.Y. ECF No. 6].

² Nancy G. Milburn, on behalf of Freddie Mac and the FHFA, submitted a declaration in support of the Motion to Withdraw the Reference [S.D.N.Y. ECF No. 2; Bankr. ECF No. 40568].

5. At the initial conference with the District Court on October 31, 2013, the District Court (i) granted LBHI until November 4, 2013 to submit a memorandum of law in opposition to the Motion to Withdraw the Reference, and (ii) granted Claimants leave to submit a letter motion requesting a stay of the hearing on the Classification Motion, which was scheduled to be heard by this Court on November 22, 2013. On November 4, 2013, LBHI filed with the District Court a memorandum of law in opposition to the Motion to Withdraw the Reference [S.D.N.Y. ECF No. 12].³ On November 11, 2013, Claimants filed a reply memorandum of law in further support of the Motion to Withdraw the Reference [S.D.N.Y. ECF No. 15].

6. On November 11, 2013, Claimants filed a letter motion with the District Court requesting a stay of this Court's November 22, 2013 hearing on the Classification Motion (the "Letter Motion") [S.D.N.Y. ECF No. 14]. On November 14, 2013, LBHI filed a response to the Letter Motion, wherein LBHI agreed to adjourn the hearing on the Classification Motion in order to provide the District Court sufficient time to issue a ruling on the Motion to Withdraw the Reference [S.D.N.Y. ECF No. 16]. LBHI then adjourned the hearing on the Classification Motion to December 19, 2013 [Bankr. ECF No. 41184] and, later, to January 28, 2014 [Bankr. ECF No. 41505].

7. On December 17, 2013, the District Court entered an Opinion and Order that withdrew the bankruptcy reference in respect of the Classification Motion and referred the Classification Motion to this Court for issuance of a report and recommendation [S.D.N.Y. ECF No. 19].

³ On behalf of LBHI, I submitted a declaration in support of LBHI's opposition to the Motion to Withdraw the Reference on November 4, 2013 [S.D.N.Y. ECF No. 13]

8. Attached hereto are true and correct copies of the orders issued by the District Court in respect of this litigation and certain documents filed in the District Court by the Parties:

Exhibit A: Claimants' Memorandum of Law in Support of the Motion to Withdraw the Reference, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Oct. 23, 2013), ECF No. 1.

Exhibit B: Declaration of Nancy G. Milburn in Support of the Motion to Withdraw the Reference, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Oct. 23, 2013), ECF No. 2.

Exhibit C: Scheduling Order, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Oct. 25, 2013), ECF No. 3.

Exhibit D: Letter from Claimants Regarding Motion to Withdraw the Reference, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Oct. 29, 2013), ECF No. 6.

Exhibit E: Letter from LBHI Regarding Motion to Withdraw the Reference, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Oct. 29, 2013), ECF No. 7.

Exhibit F: LBHI's Memorandum of Law in Opposition to the Motion to Withdraw the Reference, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Nov. 4, 2013), ECF No. 12.

Exhibit G: Declaration of Alfredo R. Pérez in Opposition to the Motion to Withdraw the Reference, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Nov. 4, 2013), ECF No. 13.

Exhibit H: Claimants' Letter Motion Seeking a Stay, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Nov. 11, 2013), ECF No. 14.

Exhibit I: Claimants' Reply Memorandum of Law in Support of the Motion to Withdraw the Reference, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Nov. 11, 2013), ECF No. 15.

Exhibit J: LBHI's Response to Claimants' Letter Motion Seeking a Stay, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Nov. 14, 2013), ECF No. 16.

Exhibit K: Opinion and Order, *In re Lehman Bros. Holdings Inc.*, No. 13-CIV-7481 (S.D.N.Y. Dec. 17, 2013), ECF No. 19.

9. I declare under penalty of perjury that the foregoing is true and correct.

Executed on: January 10, 2014
Houston, Texas

/s/ Alfredo R. Perez
Alfredo R. Pérez